

BYLAWS
of the
ROANOKE RIVER BLUEWAY ADVISORY COMMITTEE

ARTICLE I

NAME AND GENERAL AUTHORITY

Section 1The name of this committee shall be the Roanoke River Blueway Advisory Committee, hereinafter referred to as the “Blueway Committee”, and shall be a technical advisory committee to the Roanoke Valley-Alleghany Regional Commission, hereafter referred to as “RVARC.”

Section 2As a part of the RVARC’s fiduciary responsibility to partner localities, state and federal agencies, and other stakeholders in pursuit of developing and marketing a regional blueway along the Roanoke River, the Blueway Committee is responsible for advising the RVARC Board and providing technical advice to RVARC staff on activities related to the Roanoke River Blueway.

Section 3The Blueway Committee shall provide the RVARC subject matter expertise and technical advice pertaining to the distribution of funds to support the Roanoke River Blueway provided by member localities; as well as the development and maintenance of a Roanoke River Blueway Strategic Plan for development and preservation of this recreational asset; along with other programs as initiated by the staff of the RVARC or undertaken by the RVARC on behalf of its partner localities. The Blueway Committee shall also undertake other duties that may be requested by the RVARC.

ARTICLE II

MEMBERSHIP

Section 1The membership of the Blueway Committee shall be composed of representatives of contributing member governmental subdivisions contained in the RVARC service area and other related organizations and stakeholders as deemed appropriate by the Blueway Committee and the RVARC Board.

Section 2The Blueway Committee shall be composed of the following voting members.

- Members of financially contributing local governments:
 - City of Roanoke; two (2) Members

- City of Salem; two (2) Members
- County of Roanoke; two (2) Members
- Town of Vinton; two (2) Members
- Additional stakeholders along the following areas of interest, as needed, not to exceed seven (7) members:
 - Non-contributing government agencies, one (1) member per interested government;
 - Non-governmental land management organizations in the Roanoke River corridor, one (1) member per participating organization;
 - Trail planning and building organizations, one (1) member per participating organization;
 - Regional tourism organizations, one (1) member per participating organization ;
 - Water quality organizations, one (1) member per participating organization;
 - Outdoor recreation businesses with local outlets, one (1) member per organization;
 - Interested citizen stakeholders.

Section 3 No minimum number of additional stakeholders as defined in Article II, Section 2 is required to be represented on the Blueway Committee. Voting members may be added on recommendation of the Blueway Committee to the RVARC Board. Each fiscal year the roster of voting members of the Blueway Committee shall be provided to the RVARC Board as part of the annual report to that body.

Section 4 Blueway Committee voting members representing specific stakeholder or member locality organizations shall be appointed by the director, chief administrative officer, or other principal management position of their respective organizations.

Section 5 Roanoke River Blueway voting members shall be appointed for a term of two years following the RVARC fiscal year calendar of July through June.

Section 6 Any representative may be re-appointed for consecutive terms.

Section 7 In the case of a vacancy in the Blueway Committee voting membership, the voting membership position shall be filled by a member appointed by the organization listed in Article II Section 3 until the term of membership expires.

Section 8 The Blueway Committee may invite non-voting, interested organizations to participate in Blueway Committee meetings. The non-voting members representing the interested organizations shall be appointed by their respective organizations.

Section 9 All Blueway Committee members who are not employed by and representing a governmental agency must sign a Conflict of Interest form at the start of every fiscal year.

ARTICLE III

MEETINGS

Section 1 Meetings of the Blueway Committee shall be held in the Conference Room of the Roanoke Valley-Alleghany Regional Commission unless otherwise designated by the Chair. Meetings shall be held bi-monthly at a date and time as determined by the Chair and the Secretary.

Section 2 Meetings may be canceled if no business is to be conducted. Notice of cancellations shall be mailed or electronically communicated to each member at least five days prior to the scheduled meeting date.

Section 3 Special meetings of the Blueway Committee shall be held at the discretion of the Chair.

Section 4 Notice stating the time, date, place and agenda for all meetings of the Blueway Committee shall be mailed or electronically communicated to each member at least five days prior to the meeting date.

ARTICLE IV

ATTENDANCE

Section 1 Whenever a voting member fails to attend three (3) consecutive meetings, the Secretary of the Blueway Committee shall notify the member by email. If five (5) consecutive meetings are missed, the Secretary will notify, by letter, both the member and the appointing agency, confirming the agency's desire to retain the delinquent member as its representative. If six (6) consecutive meetings are missed by a representative of an additional stakeholder organization as defined in Article II, Section 2, the Chair may call for a vote to remove the stakeholder organization from the voting membership.

ARTICLE V

VOTING RIGHTS AND PROCEDURES

Section 1 Each voting member in attendance shall be entitled to one equal vote in all matters before the Blueway Committee.

Section 2 Except where indicated otherwise in these bylaws, all actions of the Blueway Committee shall be approved by a majority vote of the members present.

Section 3 Six (6) voting members, with three (3) localities represented by at least one (1) voting member each, in attendance shall constitute a quorum at meetings of the Blueway Committee.

ARTICLE VI

OFFICERS

Section 1The officers of the Blueway Committee shall include a Chair and a Vice Chair who shall be elected from the membership of the Blueway Committee.

Section 2The Chair and Vice Chair shall serve for a two-year term or until their successors are elected and shall be eligible for re-election for up to two consecutive terms or unlimited non-consecutive terms. The election of officers shall be held at the July meeting of every odd numbered year and those members elected to office shall assume their duties at the conclusion of the meeting.

Section 3At least one month prior to the election, the Chair shall appoint a nominating committee of at least two members. The nominating committee shall mail or electronically communicate to each Blueway Committee member the name(s) of the nominee(s) for the offices of Chair and Vice Chair one week prior to the meeting at which the election will be held. Additional nominations may be made from the floor at the time the elections are held.

Section 4The Chair shall preside over all Blueway Committee meetings, shall sign all actions necessary to carry out the will of the Blueway Committee, shall have the authority to assign routine administrative functions to the Secretary, and shall be eligible to vote on all matters before the Blueway Committee. The Chair of the Blueway Committee shall serve on the RVARC Board in a non-voting, ex-officio capacity.

Section 5The Vice Chair shall serve as Chair in the absence of the Chair.

Section 6A vacancy in the office of Chair or Vice Chair shall be filled for the unexpired term at an election during the next Blueway Committee meeting following occurrence of the vacancy, except that no such action shall be taken unless placed on the agenda mailed or electronically communicated to all members.

Section 7The Chair and Vice Chair of the Blueway Committee shall not be representatives of the same governmental subdivision nor of the same area of interest if representing a non-governmental agency.

Section 8A member of the staff of the Roanoke Valley – Alleghany Regional Commission shall be appointed as Secretary to the Blueway Committee by the Executive Director of the RVARC. The Chair shall appoint an acting Secretary in the absence of the appointed Secretary.

Section 9The Secretary shall prepare and maintain a permanent written record of all Blueway Committee proceedings and shall transmit notices and agenda to the membership and shall transmit a copy of the minutes of each Blueway Committee meeting to each member prior to the next regular meeting.

ARTICLE VII

STANDING AND SPECIAL COMMITTEES

Section 1The Blueway Committee may establish subcommittees and workgroups as far as it deems necessary and shall determine the instructions for and method of appointing members to each subcommittee.

Section 2All appointments to subcommittees and workgroups shall be for a term determined by the Blueway Committee.

Section 3The Chair of the Blueway Committee shall be an ex-officio member of all subcommittees and workgroups.

Section 4Reports of all subcommittees and workgroups shall be in writing and shall be made part of the permanent records of the Blueway Committee.

ARTICLE VIII

AMENDMENT

Section 1Any proposed amendment to these bylaws shall be mailed or electronically communicated to each member at least five (5) days prior to the meeting at which they are to be voted upon. A majority vote of eleven (11) members of the Blueway Committee, voting at a regular meeting, shall be required to recommend adoption to the RVARC of any proposed amendment to the bylaws.

ARTICLE IX

EFFECTIVE DATE

Section 1These bylaws and any amendments shall become effective immediately upon approval by the RVARC Board.